#### Edgar Filing: WELLS FARGO & COMPANY/MN - Form 4

WELLS FA Form 4 March 17,	ARGO & COMPA 2017	ANY/MN									
									OMB APP	ROVAL	
FORI	UNITED	URITIES AND EXCHANGE COMMIS Vashington, D.C. 20549					OMB Number:	3235-0287			
Check this box if no longer									Expires:	January 31,	
subject to STATEMENT OF Section 16. Form 4 or			CHANGES IN BENEFICIAL OWNER SECURITIES ection 16(a) of the Securities Exchange Ac						Estimated ave burden hours response	•	
obligat may cc <i>See</i> Ins 1(b).				•	olding Compa nt Company A	•		5 or Section			
(Print or Type	e Responses)										
Loughlin Michael J Symbol				Icen							
		(	COMF	PANY/M	N [WFC]			(Check all applicable)			
(Last) 420 MON	(First) TGOMERY STR	(		Day/Year)	Transaction		Xbelow	· ·	itle 10% O below) ive Vice Preside	specify	
	(Street)	Ι		nendment, l onth/Day/Ye	Date Original ear)		Appl _X_	icable Line) Form filed by Or	nt/Group Filing( ne Reporting Perso pre than One Repo	n	
SAN FRA	NCISCO, CA 94	104					Perso		ste man one Repo	ning	
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Sec	urities .	Acquired	, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/		3. Transactio Code (Instr. 8)	4. Securities Ac onDisposed of (D (Instr. 3, 4 and	) 5) (A)	(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4	4)		
Common Stock, \$1 2/3 Par Value	03/15/2017			М	44,217.4941 (1)	А	\$0	44,224.494	1 D		
Common Stock, \$1 2/3 Par Value	03/15/2017			F	20,586.4941	D	\$ 58.71	23,638	D		
Common Stock, \$1 2/3 Par Value								8,410.4865 (2)	j I	Through 401(k) Plan	

1

Common		,	Through
Stock, \$1			Through
	272,332.179	I	Family
2/3 Par	2,2,352.175		2
		· · · · ·	Trust
Value			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ame Nun Shai
2014 Performance Shares	<u>(3)</u>	03/15/2017		М	44,217.4941	<u>(4)</u>	<u>(4)</u>	Common Stock, \$1 2/3 Par Value	44,

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Loughlin Michael J 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104			Sr. Executive Vice President				

## Signatures

Michael J. Loughlin, by Anthony R. Augliera, as Attorney-in-Fact

\*\*Signature of Reporting Person

#### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2017 upon settlement of a
(1) Performance Share award granted on February 25, 2014 for the three-year performance period ended December 31, 2016 (as previously disclosed on a Form 4 filed on March 2, 2017).

03/17/2017

Date

(2) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of February 28, 2017, as if investable cash equivalents held by Plan were fully invested in Company common stock.

(3) Each Performance Share represents a contingent right to receive one share of Company common stock upon vesting based on the attainment of pre-established performance goals.

Represents the final number of 2014 Performance Shares earned for the three-year performance period ended December 31, 2016. The 2014 Performance Shares will be settled in shares of common stock of the Company on March 15, 2017. As a condition to receiving the

(4) 2014 Performance shares will be settled in shares of common stock of the Company on March 15, 2017. As a condition to receiving the award, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.